

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

_____	)	
In re:	)	CIVIL ACTION NO. 05-11177-DPW
M3POWER RAZOR SYSTEM	)	(LEAD CASE)
MARKETING & SALES PRACTICES	)	
LITIGATION	)	MDL Docket No. 1704
_____	)	
	)	
THIS DOCUMENT RELATES TO:	)	
<b>ALL CASES</b>	)	
_____	)	

**AFFIDAVIT OF MARK P. SZPAK AS TO**  
**COMPLIANCE WITH CAFA NOTICE PROVISIONS**

I, Mark P. Szpak, one of the attorneys for The Gillette Company ("Gillette") in this matter, submit this affidavit describing Gillette's compliance with the sections of the Class Action Fairness Act of 2005 ("CAFA") regarding the provision of notice to appropriate federal and state officials, 28 U.S.C. § 1715.

1. On October 16, 2006 (i.e., within fewer than 10 days after the proposed class action Settlement Agreement in this matter was filed with the Court), I caused a letter giving notice of the proposed settlement to be served by overnight mail delivery upon "the appropriate State official of each State in which a class member resides and the appropriate Federal official." 28 U.S.C. § 1715(b). Accompanying the letter was a "Notice of Proposed Settlement, Pursuant to 28 U.S.C. § 1715" ("Notice"), with a set of exhibits conforming with the requirements of 28 U.S.C. § 1715(b). A copy of the form of letter ("CAFA NOTICE OF PROPOSED SETTLEMENT") and Notice, without exhibits, is attached as Exhibit A hereto.

2. The foregoing mailing was sent to the Attorney General of the United States (pursuant 28 U.S.C. § 1715(a)(1)(A)), and the Attorneys General of each of the fifty states and the District of Columbia (pursuant to 28 U.S.C. § 1715(a)(1)(B)). The mailing was also sent to any state consumer protection office with an address that did not reflect an affiliation with that state's Attorney General, based on our review of a website list maintained by the Federal Citizen Information Center of the U.S. General Services Administration. The list is available at (<http://consumeraction.gov/state.shtml>).

3. At my instruction, our office maintained a log of all of the mailings and the receipt confirmations that we received for each mailing. A copy of the log is included as Exhibit B hereto. A list of all of the recipients and their addresses is included within the log.

4. On October 26, 2006, I caused a further letter to be served by overnight delivery upon all of the recipients of the initial mailing, giving notice of the November 29, 2006 hearing date that had been set by the Court with respect to preliminary approval of the settlement. A copy of the form of letter is included as Exhibit C attached hereto ("SUPPLEMENTAL CAFA NOTICE"). Included with the letter as mailed was a copy of the ECF notice setting the November 29, 2006 hearing date.

5. At my instructions, our office maintained a log with respect to this latter mailing as well. A copy of the log is included as Exhibit D hereto. A list of all of the recipients and their addresses is included within the log. Differences in certain of the addresses appearing in the two logs reflect the fact that, between the first mailing and the second mailing, our office was able to obtain street addresses for most of those recipients for which we previously had only post office box addresses.

6. In response to the notices, our office received responsive letters from three recipients. Copies of those responses are attached as Exhibits E, F and G hereto.

I declare under penalty of perjury that the foregoing is true and correct.

<u>/s/ Mark P. Szpak</u>	<u>12/1/06</u>
Mark P. Szpak	Date

# EXHIBIT A

October 16, 2006

VIA OVERNIGHT MAIL

TO: Troy King  
Office of the Attorney General  
Alabama State House  
11 South Union Street, 3rd Floor  
Montgomery, AL 36130

Re: **CAFA NOTICE OF PROPOSED SETTLEMENT** in *In re M3Power Razor System Marketing & Sales Practices Litigation*, Civil Action No. 05-11177 (Lead Case), MDL No. 1704 (U.S. District Court for the District of Massachusetts)

In compliance with the Class Action Fairness Act of 2005 ("CAFA"), 28 U.S.C. § 1715, The Gillette Company, as defendant in the action referenced above, hereby advises you that the parties to the above-referenced class action have reached a settlement of their differences regarding the advertising for Gillette's M3Power razor ("M3P"). The parties have requested that the Court grant preliminary approval to the settlement and schedule a hearing for final approval.

The lawsuit challenges the accuracy of Gillette's advertisements for the M3P. Plaintiffs claim Gillette's advertisements that the M3P "raises or stimulates hair up and away from the skin" were false and misleading and violated consumer-related laws in the USA and Canada. In mid-2005, Gillette deleted those representations from its ads. Gillette denies that its ads were false and misleading and the lawsuit's other material allegations, but has agreed to the proposed settlement to resolve the class action.

The Settlement Class includes all persons in the United States of America or Canada who purchased or otherwise acquired for use and not resale an M3Power Razor in the United States during the period May 1, 2004 through September 30, 2005, or in Canada during the period May 1, 2004 through October 31, 2005.

Pursuant to CAFA, you are not required to comment on the settlement. However, in accord with its obligations under CAFA, Gillette provides and/or states the following:

A) A copy of the Consolidated Class Action Complaint, and the Amended Consolidated Class Action Complaint, filed in this action. Also provided is a CD with copies of the complaints in the underlying individual suits that have been consolidated into this proceeding or otherwise made subject to the settlement, or that were dismissed prior to transfer and/or consolidation.

B) A copy of the Court's ELECTRONIC NOTICE of Hearing, issued on September 20, 2006, setting a "Hearing on Preliminary Approval of Settlement" for October 18, 2006, at 2:30 p.m., before Judge Douglas P. Woodlock in Courtroom 1, United States District Court, One Courthouse Way, Boston, MA. The Electronic Notice of Hearing also indicates that the parties should be prepared to address any other outstanding issue/motion at that time. A hearing on final approval of the settlement is not yet scheduled.

C) The proposed plan for publishing notice and otherwise providing notification of the proposed class action settlement to the settlement class.

D) A copy of the Settlement Agreement, with exhibits, in this action. Included among the exhibits to the Settlement Agreement are (beginning at page 53 of Tab D) the proposed forms of notice to the settlement class (which contain, among other things, notice of the class members' rights to request exclusion from the class action, *see* pages 55 and 66 of Tab D).

E) A copy of the voluntary dismissal filed in one of the underlying actions (the *Smith* action) prior to consolidation, and a copy of orders of dismissal filed in a pair of state court cases (the *Delre* and *Vereb* actions) that were removed to federal court and set for potential consolidation herein but were remanded and then subsequently dismissed.

F) An estimate of the number of class members by state and the estimated proportionate share of the claims of such members to the entire settlement. Because the M3Power razor is sold principally through retailers, including national chains, rather than directly to consumers, Gillette does not have data respecting the number of M3Power razors sold in each state or the identities of the purchasers, and therefore provides estimates pursuant to 28 U.S.C. § 1715(b)(7)(B), based on each state's share of the overall U.S. population. The estimates set forth at Tab F herein are based upon Gillette's confidential and proprietary business information. Accordingly, **Gillette requests that this information be given confidential treatment, and that your office give prompt notice to Gillette of any inquiries by members of the public to access such information.** We appreciate your cooperation in this regard.

If you have questions about this notice, the lawsuit or the enclosed materials, or if you did not receive any of the above-listed materials, please contact Gillette's counsel listed below.

Harvey J. Wolkoff  
Mark P. Szpak  
Emily C. Shanahan  
ROPES & GRAY LLP  
One International Place  
Boston, Massachusetts 02110-2624  
(617) 951-7000

Attorneys for Defendant The Gillette Company

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

_____	)	
In re:	)	CIVIL ACTION NO. 05-11177-DPW
M3POWER RAZOR SYSTEM	)	(LEAD CASE)
MARKETING & SALES PRACTICES	)	
LITIGATION	)	MDL Docket No. 1704
_____	)	
	)	
THIS DOCUMENT RELATES TO:	)	
<b>ALL CASES</b>	)	
_____	)	

**NOTICE OF PROPOSED SETTLEMENT, PURSUANT TO 28 U.S.C. § 1715**

Pursuant to 28 U.S.C. § 1715, The Gillette Company ("Gillette"), as defendant in the above-referenced matter, hereby provides notice of the proposed settlement of the above-referenced matter, consisting of the following:

- TAB A:       (1)     Consolidated Class Action Complaint, filed April 18, 2006
- (2)     Amended Consolidated Class Action Complaint, filed October 8, 2006
- (3)     Copies of complaints in underlying individual suits that have been consolidated into this proceeding or otherwise made subject to the settlement, or that were dismissed prior to transfer or consolidation [SEE ELECTRONIC COPIES ON ENCLOSED CD].
- TAB B:       ELECTRONIC NOTICE of Hearing, issued on September 20, 2006, setting a "Hearing on Preliminary Approval of Settlement" for October 18, 2006, at 2:30 p.m., before Judge Douglas P. Woodlock in Courtroom 1, United States District Court, One Courthouse Way, Boston, MA.
- TAB C:       Declaration of Andrew J. Novak in Support of Notice Plan, with Notice Plan and accompanying exhibits.
- TAB D:       Settlement Agreement, with Exhibits as follows
- Exhibit A – Proposed Judgment (at page 32)
- Exhibit B – Claim Form (at page 41)

Exhibit C – Proposed Order of Preliminary Approval and Publishing of Notice of Final Fairness Hearing (at page 43)

Exhibit D – Summary Form of Notice ("Publication Notice") (at page 53)

Exhibit E – Long Form of Notice of Proposed Class Action Settlement (at page 56)

- TAB E:
- (1) Plaintiff L. Dean Smith's Dismissal of Action Pursuant to F.R.C.P. 41(a)(1), filed January 13, 2006 in *Smith v. The Gillette Company*, Civil Action No. 05-12335 (D.Mass., transferred from C.D. Cal.), and accompanying service papers
  - (2) Order Dismissing Actions for Insufficient Service of Process and Disposing of Other Motions, filed January 20, 2006 in *Vereb v. The Gillette Company*, Docket No. BER-L-1091-05, and *Delre v. The Gillette Company*, Docket No. BER-L-1077-05 (Superior Court of New Jersey Law Division: Bergen County) (following remand), and subsequent orders granting stipulated dismissal with prejudice as to *Vereb* and denying reinstatement as to *Delre*.

TAB F: Statement of The Gillette Company in compliance with 28 U.S.C. 1715(b)(7), providing "a reasonable estimate of the number of class members residing in each state, and the estimated proportionate share of the claims of such members to the entire settlement." 28 U.S.C. 1715(b)(7)(B). The estimates set forth at Tab F herein are based upon Gillette's confidential and proprietary business information. Accordingly, **Gillette requests that this information be given confidential treatment, and that your office give prompt notice to Gillette of any inquiries by members of the public to access such information.** We appreciate your cooperation in this regard.

Respectfully submitted,

THE GILLETTE COMPANY  
By its lawyers,

/s/ Mark P. Szpak  
Harvey J. Wolkoff (BBO #532880)  
Mark P. Szpak (BBO #546261)  
Emily C. Shanahan (BBO# 643456)  
ROPES & GRAY LLP  
One International Place  
Boston, Massachusetts 02110-2624  
(617) 951-7000

Dated: October 16, 2006



# EXHIBIT B

## Tracking Chart for October 16, 2006 Settlement Notice

<u>State</u>	<u>Name</u>	<u>Address</u>	<u>Carrier</u>	<u>Tracking No.</u>	<u>Date Received</u>
UNITED STATES OF AMERICA	Alberto Gonzales	U.S. Department of Justice 950 Pennsylvania Ave, NW Washington, DC 20530-0001	FEDEX	916314659599	10/17/06 11:28 AM
ALABAMA	Troy King	Office of the Attorney General Alabama State House 11 South Union Street, 3rd Floor Montgomery, AL 36130	FEDEX	916314660022	10/17/06 11:40 AM
ALASKA		Consumer Protection Unit Office of the Attorney General 1031 West 4th Ave., Suite 200 Anchorage, AK 99501-5903	FEDEX	916314659496	10/17/06 10:45 AM
ARIZONA	Terry Goddard	Office of the Attorney General 1275 West Washington Street Phoenix, AZ 85007	FEDEX	916314659452	10/17/06 9:10 AM
ARKANSAS	David W. Márquez	P.O. Box 110300 Juneau, AK 99811-0300	EXP	EA251508702US	10/19/06 7:26 AM
ARKANSAS	Mike Beebe	Office of the Attorney General 323 Center Street, Suite 200 Little Rock, AR 72201	FEDEX	916314659349	10/17/06 9:57 AM
CALIFORNIA	Bill Lockyer	Attorney General's Office California Department of Justice P.O. Box 944255 Sacramento, CA 94244-2550	EXP	EA251508755US	10/19/06 6:44 AM
CALIFORNIA	Herschel Elkins Special Assistant Attorney General	California Attorney General's Office Office of the Attorney General 300 S. Spring Street Los Angeles, CA 90013-1230	FEDEX	916314658560	10/17/06 10:30 AM
CALIFORNIA		California Department of Consumer Affairs	FEDEX	916314660147	10/17/06 9:00 AM

Tracking Chart for October 16, 2006 Settlement Notice

		1625 North Market Blvd. Sacramento, CA 95838				
COLORADO	John W. Suthers	Attorney General 1525 Sherman St. Denver, CO 80203	FEDEX	916314659360		10/17/06 8:45 AM
CONNECTICUT	Richard Blumenthal	Office of the Attorney General 55 Elm Street Hartford, CN 06106	FEDEX	916314659393		10/17/06 9:27 AM
CONNECTICUT	Commissioner Edwin R. Rodriguez	Department of Consumer Protection 165 Capital Avenue Hartford, CN 06106-1630	FEDEX	916314659636		10/17/06 9:42 AM
DELAWARE	Carl C. Danberg	Carvel State Office Building 820 N. French Street Wilmington, DE 19801	FEDEX	916314659441		10/17/06 9:40 AM
DISTRICT OF COLUMBIA	David Rubenstein	Public Safety Division 441 4th Street NW Suite 450 North Washington D.C. 20001	FEDEX	916314658971		10/17/06 12:50 PM
DISTRICT OF COLUMBIA	Robert Spagnoletti	District of Columbia Office of the Attorney General John A. Wilson Building Washington, D.C. 20004	FEDEX	916314658960		10/17/06 1:14 PM
FLORIDA	Charlie Crist	Office of Attorney General Charlie Crist State of Florida The Capitol PL-01 Tallahassee, FL 32399-1050	FEDEX	916314659121		10/17/06 8:39 AM
GEORGIA	Thurbert E. Baker	40 Capitol Square SW Atlanta, GA 30334	FEDEX	916314659901		10/17/06 8:36 AM

## Tracking Chart for October 16, 2006 Settlement Notice

GEORGIA	Administrator Joseph B. Doyle	Governor's Office of Consumer Affairs 2 Martin Luther King Jr. Drive SE, Suite 356 East Atlanta, GA 30334-4600	FEDEX	916314659338	10/17/06 2:20 PM
HAWAII	Mark Bennett	Department of the Attorney General 425 Queen Street Honolulu, HI 96813	FEDEX	916314660240	10/17/06 1:31 PM
HAWAII		Office of Consumer Protection Department of Commerce and Consumer Affairs 235 South Beretania St., Room 801 Honolulu, HI 96813-2419	FEDEX	916314659706	10/17/06 2:34 PM
IDAHO	Lawrence Wasden	State of Idaho Office of Attorney General 700 W. Jefferson Street P.O. Box 83720 Boise, ID 83720-0010	FEDEX	916314659522	10/17/06 12:16 PM
IDAHO		Consumer Protection Unit Idaho Attorney General's Office 650 West State St. Boise, ID 83720-0010	FEDEX	916314659224	10/17/06 12:21 PM
ILLINOIS	Lisa Madigan	Office of the Attorney General 100 West Randolph Street, Suite 12 Chicago, IL 60601	FEDEX	916314659831	10/17/06 12:27 PM
INDIANA	Steve Carter	Office of the Indiana Attorney General Indiana Government Center South 302 W. Washington St.	FEDEX	916314659132	10/17/06 10:21 AM

## Tracking Chart for October 16, 2006 Settlement Notice

			Indianapolis, IN 46204				
INDIANA			Office of the Indiana Attorney General Consumer Protection Division 302 W. Washington St., 5th Floor Indianapolis, IN 46204	FEDEX	916314659051		10/17/06 10:21 AM
IOWA		Tom Miller	Iowa Attorney General 1305 E. Walnut Street Des Moines, IA 50319	FEDEX	916314659371		10/17/06 10:36 AM
IOWA			Iowa Attorney General Consumer Protection Division 1305 E. Walnut Street Des Moines, IA 50319	FEDEX	916314659202		10/17/06 10:36 AM
KANSAS		Phill Kline	Office of Attorney General Phill Kline 120 SW 10th Ave., 2nd Floor Topeka, KS 66612-1897	FEDEX	916314659408		10/17/06 10:43 AM
KENTUCKY		Gregory D. Stumbo	Office of the Attorney General The Capitol, Suite 118 700 Capitol Avenue Frankfort, KY 40601-3449	FEDEX	916314660331		10/17/06 11:32 AM
KENTUCKY			Office of the Attorney General 1024 Capital Center Dr., Suite 200 Frankfort, KY 40601	FEDEX	916314659886		10/17/06 9:48 AM
LOUISIANA		Charles C. Foti, Jr.	1885 North 3rd Street Baton Rouge, LA 70802	FEDEX	916314659176		10/17/06 10:01 AM
LOUISIANA		Director Isabel Wingarter	Consumer Protection Section 1885 North 3rd St. Baton Rouge, LA 70802	FEDEX	916314660169		10/17/06 10:01 AM

## Tracking Chart for October 16, 2006 Settlement Notice

MAINE	Steven Rowe	Office of the Attorney General 6 State House Station Augusta, ME 04333	FEDEX	916314659290	10/17/06 10:57 AM
MARYLAND	J. Joseph Curran, Jr.	Office of the Attorney General 200 St. Paul Place Baltimore, MD 21202	FEDEX	916314659577	10/17/06 11:54 AM
MASSACHUSETTS	Tom Reilly	Office of the Attorney General McCormack Building One Ashburton Place Boston, MA 02108	FEDEX	916314659739	10/17/06 9:47 AM
MICHIGAN		Consumer Protection Division P.O. Box 30213 Lansing, MI 48909	EXP	EA251508659US	10/18/06 10:57 AM
MICHIGAN	Mike Cox	G. Mennen Williams Building, 7th Floor 525 W. Ottawa St. P.O. Box 30212 Lansing, MI 48909	FEDEX	916314659420	10/17/06 11:41 AM
MINNESOTA	Mike Hatch	Minnesota Attorney General's Office 1400 Bremer Tower 445 Minnesota St. St. Paul, MN 55101	FEDEX	916314659680	10/17/06 9:51 AM
MISSISSIPPI		Consumer Protection Division P.O. Box 22947 Jackson, MS 39225-2947	EXP	EA251508778US	10/18/06 10:59 AM
MISSISSIPPI	Jim Hood	MS Attorney General's Office Carroll Gartin Justice Building 450 High Street Jackson, MS 39201	FEDEX	916314659316	10/17/06 9:14 AM

Tracking Chart for October 16, 2006 Settlement Notice

MISSOURI	Jay Nixon	Missouri Attorney General's Office Supreme Court Building 207 W. High Street Jefferson City, MO 65102	FEDEX	916314658905	10/17/06 9:45 AM
MONTANA	Mike McGrath	Attorney General Mike McGrath Department of Justice 215 North Sanders Street, 3rd Floor Helena, MT 59620	FEDEX	916314658950	10/17/06 10:33 AM
MONTANA	Michelle Truax	Office of Consumer Protection 1219 8th Avenue Helena, MT 59620	FEDEX	916314659165	10/17/06 10:46 AM
NEBRASKA	Jon Bruning	Office of the Attorney General 2115 State Capitol Lincoln, NE 68509	FEDEX	916314659154	10/17/06 9:54 AM
NEVADA	George J. Chanos	Office of the Attorney General Nevada Department of Justice Carson City Office 100 North Carson Street Carson City, NV 89701-4717	FEDEX	916314659658	10/17/06 9:43 AM
NEVADA	Commissioner Patricia Morse Jarman	Consumer Affairs Division 1850 East Sahara Suite 101 Las Vegas, NV 89104	FEDEX	916314659511	10/17/06 11:24 AM
NEVADA	Director Sydney H. Wickliffe	Department of Business and Industry 555 E. Washington Ave. Suite 4900 Las Vegas, NV 89101	FEDEX	916314660261	10/17/06 10:24 AM
NEW HAMPSHIRE	Kelly A. Ayotte	Office of the Attorney General 33 Capitol Street Concord, NH 03301	FEDEX	916314660434	10/17/06 10:18 AM

## Tracking Chart for October 16, 2006 Settlement Notice

NEW JERSEY	Anne Milgram	Office of the Attorney General P.O. Box 080 Trenton, NJ 08625-0080	EXP	EA251508720US	10/19/06 8:03 AM
NEW JERSEY		Division of Consumer Affairs P.O. Box 45027 Newark, NJ 07101	EXP	EA251508676US	10/19/06 6:54 AM
NEW MEXICO	Patrica Madrid	407 Galisteo PO Drawer 1508 Santa Fe, NM 87504	FEDEX	916314660310	10/17/06 11:23 AM
NEW YORK	Eliot Spitzer	Office of the Attorney General 120 Broadway New York City, NY 10271	FEDEX	916314659544	10/17/06 2:17 PM
NEW YORK		New York State Consumer Protection Board 5 Empire State Plaza, Suite 2101 Albany, NY 12223-1556	FEDEX	916314658684	10/17/06 9:59 AM
NEW YORK		Office of the Attorney General State Capitol Albany, NY 12224	FEDEX	916314658743	10/17/06 8:38 AM
NORTH CAROLINA	Roy Cooper	NC Attorney General's Office 9001 Mail Service Center Raleigh, NC 27699-9001	FEDEX	916314659018	10/17/06 11:18 AM
NORTH DAKOTA	Wayne Stenehjem	State Capitol 600 E. Boulevard Ave Dept. 125 Bismarck, ND 58505	FEDEX	916314659257	10/17/06 7:18 AM
OHIO	Jim Petro	State Office Tower 30 E. Broad Street, 17th Floor Columbus, OH 43215-3428	FEDEX	916314659007	10/17/06 11:44 AM
OKLAHOMA	W.A. Drew Edmondson	Office of the Attorney General 2300 N. Lincoln Blvd, Ste 112 Oklahoma City, OK 73105	FEDEX	916314658868	10/17/06 9:18 AM



## Tracking Chart for October 16, 2006 Settlement Notice

OKLAHOMA		Consumer Protection Unit Oklahoma Attorney General 313 NE 21st Street Oklahoma City, OK 73105	FEDEX	916314660364	10/17/06 9:18 AM
OREGON	Hardy Myers	Oregon Department of Justice 1162 Court Street NE Salem, OR 97301-4096	FEDEX	916314659073	10/17/06 9:08 AM
PENNSYLVANIA	Tom Corbett	Pennsylvania Office of Attorney General 16th Floor Strawberry Square Harrisburg, PA 17120	FEDEX	916314659095	10/17/06 10:28 AM
RHODE ISLAND	Patrick Lynch	150 South Main Street Providence, RI 02903	FEDEX	916314659040	10/17/06 10:08 AM
SOUTH CAROLINA	The Honorable Henry McMaster	P.O. Box 11549 Columbia, SC 29211	EXP	EA251508631US	10/19/06 9:00 AM
SOUTH DAKOTA	Larry Long	Office of the Attorney General 1302 E Hwy 14 Suite 1 Pierre, SD 57501-8501	FEDEX	916314658846	10/17/06 9:31 AM
SOUTH DAKOTA		Division of Consumer Protection 1302 E Hwy 14 Suite 3 Pierre, SD 57501-8503	FEDEX	916314659669	10/17/06 9:31 AM
TENNESSEE	Paul G. Summers	Office of the Attorney General P.O. Box 20207 Nashville, TN 37202-0207	EXP	EA251508747US	10/19/06 6:49 AM
TENNESSEE	Director Mary Clement	Consumer Affairs 500 James Robertson Pkwy Nashville, TN 37243	FEDEX	916314659100	10/17/06 9:15 AM

## Tracking Chart for October 16, 2006 Settlement Notice

TEXAS	Greg Abbott	Office of the Attorney General State Capitol Complex P.O. Box 12548 Austin, TX 78711-2548	EXP	EA251508764US	10/19/06 9:49 AM
UTAH	Mark Shurtleff	Office of the Attorney General P.O. Box 142320 Salt Lake City, UT 84114-2320	EXP	EA251508795US	10/18/06 9:03 AM
UTAH	Kevin Olsen	Division of Consumer Protection Herber M. Wells Building, Second Floor 160 East 300 South SM 146703 Salt Lake City, UT 84114	FEDEX	916314659268	10/17/06 9:35 AM
VERMONT	William H. Sorrell	109 State Street Montpelier, VT 05609-1001	FEDEX	916314658787	10/17/06 10:43 AM
VERMONT		Office of the Attorney General 104 Morrill Hall, UVM Burlington, VT 05405	FEDEX	916314659110	10/17/06 10:25 AM
VIRGINIA	Bob McDonnell	Office of the Attorney General 900 East Main Street Richmond, VA 23219	FEDEX	916314659084	10/17/06 10:01 AM
VIRGINIA		Department of Agriculture and Consumer Services Oliver W. Hill Building 102 Governor Street Richmond, VA 23219	FEDEX	916314659533	10/17/06 9:19 AM
WASHINGTON	Rob McKenna	1125 Washington St. SE P.O. Box 40100 Olympia, WA 98504-0100	FEDEX	916314659463	10/17/06 10:15 AM
WEST VIRGINIA	Darrell McGraw, Jr.	Office of the Attorney General Consumer Protection Division State Capitol 1900 Kanawha Blvd., East	FEDEX	916314659990	10/17/06 10:49 AM

Tracking Chart for October 16, 2006 Settlement Notice

		P.O. Box 1789 Charleston, WV 25305				
WISCONSIN	Peggy A. Lautenschlager	Wisconsin Department of Justice P.O. Box 7857 Madison, WI 53707-7857	EXP	EA251508628US	10/19/06 9:04 AM	
WISCONSIN	Rod Nilsestuen Secretary of the Department of Agriculture, Trade and Consumer Protection	2811 Agriculture Drive PO Box 8911 Madison, WI 53708-8911	FEDEX	916314659198	10/17/06 9:43 AM	
WISCONSIN	Janet Jenkins Administrator of the Division of Trade & Consumer Protection	2811 Agriculture Drive PO Box 8911 Madison, WI 53708-8911	FEDEX	916314660401	10/17/06 9:43 AM	
WYOMING	Patrick J. Crank	Attorney General's Office 123 Capitol 200 W. 24th Street Cheyenne, WY 82002	FEDEX	916314659419	10/17/06 9:59 AM	

# EXHIBIT C



ROPES & GRAY LLP

ONE INTERNATIONAL PLACE BOSTON, MA 02110-2624 617-951-7000 F 617-951-7050

BOSTON NEW YORK PALO ALTO SAN FRANCISCO WASHINGTON, DC www.ropesgray.com

BY FEDERAL EXPRESS

DATE: October 26, 2006

TO: Troy King  
Office of the Attorney General  
Alabama State House  
11 South Union Street, 3rd Floor  
Montgomery, AL 36130

RE: **SUPPLEMENTAL CAFA NOTICE** in *In re M3Power Razor System Marketing & Sales Practices Litigation*, Civil Action No. 05-11177 (Lead Case), MDL No. 1704 (U.S. District Court for the District of Massachusetts)

By letter dated October 16, 2006, The Gillette Company advised you that a settlement had been reached, subject to Court approval, in the above-referenced class action, and provided you with the notice of the settlement required by the Class Action Fairness Act of 2005 ("CAFA"), 28 U.S.C. § 1715.

Further to its October 16, 2006 notice, Gillette writes to advise you that the hearing on preliminary approval of the settlement has been scheduled for 2:30 p.m. on Wednesday, November 29, 2006. Enclosed is a copy of the Court's order. The Court set November 13, 2006 as the date for the submission of comments on the settlement prior to the preliminary approval hearing. As noted previously, CAFA does not require you to comment on the settlement. A hearing on final approval has not yet been scheduled.

If you have questions about this supplemental notice, the lawsuit, or the materials provided previously or herewith, please contact Gillette's counsel listed below.

Harvey J. Wolkoff  
Mark P. Szpak  
Emily C. Shanahan  
ROPES & GRAY LLP  
One International Place  
Boston, Massachusetts 02110-2624  
(617) 951-7000

*Attorneys for Defendant The Gillette Company*

# EXHIBIT D

## Tracking Chart for October 26, 2006 Supplemental Settlement Notice

<u>State</u>	<u>Name</u>	<u>Address</u>	<u>Carrier</u>	<u>Tracking No.</u>	<u>Date Received</u>
UNITED STATES OF AMERICA	Alberto Gonzales	U.S. Department of Justice 950 Pennsylvania Ave, NW Washington, DC 20530-0001	FEDEX	916314715011	10/27/06 10:04 AM
ALABAMA	Troy King	Office of the Attorney General Alabama State House 11 South Union Street, 3rd Floor Montgomery, AL 36130	FEDEX	916314715103	10/27/06 9:42 AM
ALASKA	David W. Márquez	123 4th Street, 6th Floor Juneau, AK 99801	FEDEX	916314715364	10/30/06 10:02 AM
ALASKA		Consumer Protection Unit Office of the Attorney General 1031 West 4th Ave., Suite 200 Anchorage, AK 99501-5903	FEDEX	916314715342	10/27/06 10:55 AM
ARIZONA	Terry Goddard	Office of the Attorney General 1275 West Washington Street Phoenix, AZ 85007	FEDEX	916314715310	10/27/06 9:10 AM
ARKANSAS	Mike Beebe	Office of the Attorney General 323 Center Street, Suite 200 Little Rock, AR 72201	FEDEX	916314715445	10/27/06 10:21 AM
CALIFORNIA	Bill Lockyer	Attorney General's Office California Department of Justice P.O. Box 944255 Sacramento, CA 94244-2550	EXP	EA251509875US	10/30/06 6:48 AM
CALIFORNIA	Herschel Elkins Special Assistant Attorney General	California Attorney General's Office Office of the Attorney General 300 S. Spring Street Los Angeles, CA 90013-1230	FEDEX	916314715489	10/27/06 10:02 AM
CALIFORNIA		California Department of Consumer Affairs 1625 North Market Blvd. Sacramento, CA 95838	FEDEX	916314715504	10/27/06 9:58 AM

Tracking Chart for October 26, 2006 Supplemental Settlement Notice

COLORADO	John W. Suthers	Attorney General 1525 Sherman St. Denver, CO 80203	FEDEX	916314715559	10/27/06 9:19 AM
CONNECTICUT	Richard Blumenthal	Office of the Attorney General 55 Elm Street Hartford, CT 06106	FEDEX	916314715412	10/27/06 9:39 AM
CONNECTICUT	Commissioner Edwin R. Rodriguez	Department of Consumer Protection 165 Capitol Avenue Hartford, CT 06106-1630	FEDEX	916314715375	10/27/06 9:01 AM
DELAWARE	Carl C. Danberg	Carvel State Office Building 820 N. French Street Wilmington, DE 19801	FEDEX	916314715331	10/27/06 9:24 AM
DISTRICT OF COLUMBIA	David Rubenstein	Public Safety Division 441 4th Street NW Suite 450 North Washington D.C. 20001	FEDEX	916314715320	10/27/06 12:31 PM
DISTRICT OF COLUMBIA	Robert Spagnoletti	District of Columbia Office of the Attorney General John A. Wilson Building Washington, D.C. 20004	FEDEX	916314715066	10/27/06 1:23 PM
FLORIDA	Charlie Crist	Office of Attorney General Charlie Crist State of Florida The Capitol PL-01 Tallahassee, FL 32399-1050	FEDEX	916314715283	10/27/06 9:43 AM
GEORGIA	Thurbert E. Baker	40 Capitol Square SW Atlanta, GA 30334	FEDEX	916314715250	10/27/06 8:37 AM
GEORGIA	Administrator Joseph B. Doyle	Governor's Office of Consumer Affairs 2 Martin Luther King Jr. Drive SE, Suite 356 East Atlanta, GA 30334-4600	FEDEX	916314715217	10/27/06 10:15 AM
HAWAII	Mark Bennett	Department of the Attorney General 425 Queen Street Honolulu, HI 96813	FEDEX	916314715180	10/27/06 3:53 PM



## Tracking Chart for October 26, 2006 Supplemental Settlement Notice

HAWAII		Office of Consumer Protection Department of Commerce and Consumer Affairs 235 South Beretania St., Room 801 Honolulu, HI 96813-2419	FEDEX	916314715158	10/27/06 1:18 PM
IDAHO	Lawrence Wasden	State of Idaho Office of Attorney General 700 W. Jefferson Street Boise, ID 83720-0010	FEDEX	916314715114	10/27/06 10:21 AM
IDAHO		Consumer Protection Unit Idaho Attorney General's Office 650 West State St. Boise, ID 83720-0010	FEDEX	916314715088	10/27/06 10:25 AM
ILLINOIS	Lisa Madigan	Office of the Attorney General 100 West Randolph Street, Suite 12 Chicago, IL 60601	FEDEX	916314715044	10/27/06 10:17 AM
INDIANA	Steve Carter	Office of the Indiana Attorney General Indiana Government Center South 302 W. Washington St. Indianapolis, IN 46204	FEDEX	916314715721	10/27/06 9:27 AM
INDIANA		Office of the Indiana Attorney General Consumer Protection Division 302 W. Washington St., 5th Floor Indianapolis, IN 46204	FEDEX	916314715651	10/27/06 9:27 AM
IOWA	Tom Miller	Iowa Attorney General 1305 E. Walnut Street Des Moines, IA 50319	FEDEX	916314715607	10/27/06 10:29 AM
IOWA		Iowa Attorney General Consumer Protection Division 1305 E. Walnut Street Des Moines, IA 50319	FEDEX	916314715560	10/27/06 10:29 AM
KANSAS	Phill Kline	Office of Attorney General Phill Kline 120 SW 10th Ave., 2nd Floor Topeka, KS 66612-1897	FEDEX	916314715526	10/27/06 9:34 AM

## Tracking Chart for October 26, 2006 Supplemental Settlement Notice

KENTUCKY	Gregory D. Stumbo	Office of the Attorney General The Capitol, Suite 118 700 Capitol Avenue Frankfort, KY 40601-3449	FEDEX	916314715478	10/27/06 10:04 AM
KENTUCKY		Office of the Attorney General 1024 Capitol Center Dr., Suite 200 Frankfort, KY 40601	FEDEX	916314715423	10/27/06 8:38 AM
LOUISIANA	Charles C. Foti, Jr.	1885 North 3rd Street Baton Rouge, LA 70802	FEDEX	916314715397	10/27/06 11:32 AM
LOUISIANA	Director Isabel Wingarter	Consumer Protection Section 1885 North 3rd St. Baton Rouge, LA 70802	FEDEX	916314715353	10/27/06 11:32 AM
MAINE	Steven Rowe	Office of the Attorney General 6 State House Station Augusta, ME 04333	FEDEX	916314715309	10/27/06 10:22 AM
MARYLAND	J. Joseph Curran, Jr.	Office of the Attorney General 200 St. Paul Place Baltimore, MD 21202	FEDEX	916314715261	10/30/06 10:30 AM
MASSACHUSETTS	Tom Reilly	Office of the Attorney General McCornack Building One Ashburton Place Boston, MA 02108	FEDEX	916314715228	10/27/06 10:35 AM
MICHIGAN	Mike Cox	G. Mennen Williams Building, 7th Floor 525 W. Ottawa St. Lansing, MI 48913	FEDEX	916314715191	10/27/06 10:15 AM
MICHIGAN		Consumer Protection Division 525 W. Ottawa St. Lansing, MI 48913	FEDEX	916314715136	10/27/06 10:15 AM
MINNESOTA	Mike Hatch	Minnesota Attorney General's Office 1400 Bremer Tower 445 Minnesota St. St. Paul, MN 55101	FEDEX	916314715099	10/27/06 10:20 AM

## Tracking Chart for October 26, 2006 Supplemental Settlement Notice

MISSISSIPPI		Consumer Protection Division 802 North State Street, Suite 301 Jackson, MS 39202	FEDEX	916314715022	10/27/06 9:24 AM
MISSISSIPPI	Jim Hood	MS Attorney General's Office Carroll Gartin Justice Building 450 High Street Jackson, MS 39201	FEDEX	916314715000	10/27/06 9:01 AM
MISSOURI	Jay Nixon	Missouri Attorney General's Office Supreme Court Building 207 W. High Street Jefferson City, MO 65102	FEDEX	916314715033	10/27/06 9:13 AM
MONTANA	Mike McGrath	Attorney General Mike McGrath Department of Justice 215 North Sanders Street, 3rd Floor Helena, MT 59620	FEDEX	916314715055	10/27/06 10:04 AM
MONTANA	Michelle Truax	Office of Consumer Protection 1219 8th Avenue Helena, MT 59620	FEDEX	916314715879	10/27/06 10:26 AM
NEBRASKA	Jon Bruning	Office of the Attorney General 2115 State Capitol Lincoln, NE 68509	FEDEX	916314715905	10/27/06 9:52 AM
NEVADA	George J. Chanos	Office of the Attorney General Nevada Department of Justice Carson City Office 100 North Carson Street Carson City, NV 89701-4717	FEDEX	916314715960	10/30/06 9:41 AM
NEVADA	Commissioner Patricia Morse Jarman	Consumer Affairs Division 1850 East Sahara Suite 101 Las Vegas, NV 89104	FEDEX	916314715982	10/27/06 10:01 AM

## Tracking Chart for October 26, 2006 Supplemental Settlement Notice

NEVADA	Director Sydney H. Wickliffe	Department of Business and Industry 555 E. Washington Ave. Suite 4900 Las Vegas, NV 89101	FEDEX	916314716030	10/30/06 9:10 AM
NEW HAMPSHIRE	Kelly A. Ayotte	Office of the Attorney General 33 Capitol Street Concord, NH 03301	FEDEX	916314716051	10/27/06 10:00 AM
NEW JERSEY	Anne Milgram	Office of the Attorney General 25 Market Street Trenton, NJ 08625	FEDEX	916314716073	10/27/06 10:28 AM
NEW JERSEY		Division of Consumer Affairs 124 Halsey Street Newark, NJ 07102	FEDEX	916314716095	10/27/06 10:09 AM
NEW MEXICO	Patrica Madrid	407 Galisteo Street Santa Fe, NM 87504	FEDEX	916314716121	10/27/06 10:40 AM
NEW YORK	Eliot Spitzer	Office of the Attorney General 120 Broadway New York City, NY 10271	FEDEX	916314714986	10/27/06 9:48 AM
NEW YORK		New York State Consumer Protection Board 5 Empire State Plaza, Suite 2101 Albany, NY 12223-1556	FEDEX	916314715592	10/27/06 9:47 AM
NEW YORK		Office of the Attorney General State Capitol Albany, NY 12224	FEDEX	916314715618	10/27/06 8:38 AM
NORTH CAROLINA	Roy Cooper	NC Attorney General's Office 9001 Mail Service Center Raleigh, NC 27699-9001	FEDEX	916314715630	10/27/06 10:24 AM
NORTH DAKOTA	Wayne Stenehjen	State Capitol 600 E. Boulevard Ave Dept. 125 Bismarck, ND 58505	FEDEX	916314715640	10/27/06 10:42 AM
OHIO	Jim Petro	State Office Tower 30 E. Broad Street, 17th Floor	FEDEX	916314715673	10/27/06 1:03 PM

Tracking Chart for October 26, 2006 Supplemental Settlement Notice

			Columbus, OH 43215-3428				
OKLAHOMA	Jane Wheeler		Consumer Protection Unit Oklahoma Attorney General Suite 260 4545 N. Lincoln Blvd. Oklahoma City, OK 73105	FEDEX	916314715695		10/30/06 8:47 AM
OREGON	Hardy Myers		Oregon Department of Justice 1162 Court Street NE Salem, OR 97301-4096	FEDEX	916314715710		10/27/06 9:21 AM
PENNSYLVANIA	Tom Corbett		Pennsylvania Office of Attorney General 16th Floor Strawberry Square Harrisburg, PA 17120	FEDEX	916314715743		10/27/06 10:00 AM
RHODE ISLAND	Patrick Lynch		150 South Main Street Providence, RI 02903	FEDEX	916314715802		10/27/06 9:54 AM
SOUTH CAROLINA	The Honorable Henry McMaster		Rembert Dennis Building 1000 Assembly Street, Room 519 Columbia, SC 29201	FEDEX	916314715824		10/27/06 8:53 AM
SOUTH DAKOTA	Larry Long		Office of the Attorney General 1302 E Hwy 14 Suite 1 Pierre, SD 57501-8501	FEDEX	916314715386		10/27/06 9:26 AM
SOUTH DAKOTA			Division of Consumer Protection 1302 E Hwy 14 Suite 3 Pierre, SD 57501-8503	FEDEX	916314715401		10/27/06 9:26 AM
TENNESSEE	Paul G. Summers		Office of the Attorney General 425 5th Ave North, 2nd Floor Nashville, TN 37243	FEDEX	916314715434		10/27/06 11:03 AM

## Tracking Chart for October 26, 2006 Supplemental Settlement Notice

TENNESSEE	Director Mary Clement	Consumer Affairs 500 James Robertson Pkwy Nashville, TN 37243	FEDEX	916314715456	10/27/06 9:42 AM
TEXAS	Greg Abbott	Office of the Attorney General 300 W. 15th Street Austin, TX 78701	FEDEX	916314715467	10/27/06 8:39 AM
UTAH	Mark Shurtleff	Office of the Attorney General Utah State Capitol Complex East Office Building, Suite 320 Salt Lake City, UT 84114-2320	FEDEX	916314715490	10/27/06 10:25 AM
UTAH	Kevin Olsen	Division of Consumer Protection Herber M. Wells Building, Second Floor 160 East 300 South SM 146703 Salt Lake City, UT 84114	FEDEX	916314715515	10/27/06 9:46 AM
VERMONT	William H. Sorrell	109 State Street Montpelier, VT 05609-1001	FEDEX	916314715537	10/27/06 9:44 AM
VERMONT		Office of the Attorney General 104 Morrill Hall, UVM Burlington, VT 05405	FEDEX	916314715125	10/27/06 10:05 AM
VIRGINIA	Bob McDonnell	Office of the Attorney General 900 East Main Street Richmond, VA 23219	FEDEX	916314715147	10/27/06 9:47 AM
VIRGINIA		Department of Agriculture and Consumer Services Oliver W. Hill Building 102 Governor Street Richmond, VA 23219	FEDEX	916314715169	10/27/06 9:28 AM

Tracking Chart for October 26, 2006 Supplemental Settlement Notice

WASHINGTON	Rob McKenna	1125 Washington St. SE Olympia, WA 98504-0100	FEDEX	916314715170	10/27/06 9:57 AM
WEST VIRGINIA	Darrell McGraw, Jr.	Office of the Attorney General Consumer Protection Division State Capitol 1900 Kanawha Blvd., East Charleston, WV 25305	FEDEX	916314715206	10/27/06 9:58 AM
WISCONSIN	Peggy A. Lautenschlager	Wisconsin Department of Justice Rm. 114 East Capitol Madison, WI 53702	FEDEX	916314715239	10/27/06 9:48 AM
WISCONSIN	Rod Nilsstuen Secretary of the Department of Agriculture, Trade and Consumer Protection	2811 Agriculture Drive Madison, WI 53708-8911	FEDEX	916314714975	10/27/06 9:41 AM
WISCONSIN	Janet Jenkins Administrator of the Division of Trade & Consumer Protection	2811 Agriculture Drive Madison, WI 53708-8911	FEDEX	916314714964	10/27/06 9:41 AM
WYOMING	Patrick J. Crank	Attorney General's Office 123 Capitol 200 W. 24th Street Cheyenne, WY 82002	FEDEX	916314714997	10/27/06 10:15 AM

# EXHIBIT E





OFFICE OF ATTORNEY GENERAL  
STATE OF OKLAHOMA

October 17, 2006

Mr. Harvey J. Wolkoff  
Ropes & Gray LLP  
One International Place  
Boston, MA 02110-2624

Re: *M3Power Razor system Marketing & Sales Practices Litigation*, Civil Action No. 05-11177 (Lead Case), MDL No. 1704 (U.S. District Court for the District of Massachusetts)

Dear Mr. Wolkoff:

Thank you for your letter regarding the above. I have referred this information to Jane Wheeler, Director of the Consumer Protection Unit, for her review and any appropriate response.

I appreciate you bringing this to our attention. If you have any questions, please feel free to contact Ms. Wheeler directly.

Sincerely,

A handwritten signature in black ink, appearing to read "Drew Edmondson", is written over the typed name.

W.A. DREW EDMONDSON  
ATTORNEY GENERAL

WAE:st

cc: Jane Wheeler



OFFICE OF THE ATTORNEY GENERAL  
STATE OF ILLINOIS

Lisa Madigan  
ATTORNEY GENERAL

October 19, 2006

Ropes & Gray  
ATTN: Harvey J. Wolkoff  
One International Place  
Boston, MA 02110-2624

Re: *In re: M3 Power Razor System Marketing &  
Sales Practices Litigation*, 05-11177

Dear Mr. Wolkoff:

The purpose of this letter is to acknowledge receipt of legal documents that you provided to the Office of the Illinois Attorney General pursuant to the Class Action Fairness Act, 28 U.S.C. § 1715.

Thank you very much for providing a copy of the documents to the Office of the Illinois Attorney General. Please call me at (217) 782-8457 if you have a question about this letter.

Sincerely,

Attorney General

A handwritten signature in dark ink, appearing to read "Richard R. Ginter", is written over the typed name.

Richard R. Ginter  
Consumer Fraud Bureau  
Paralegal



U.S. Department of Justice

Civil Division

MFH:PADammann  
CD-NEW

Washington, D.C. 20530

Tel. (202) 307-1183

November 15, 2006

Harvey J. Wolkoff  
Mark P. Szpak  
Emily C. Shanahan  
Ropes & Gray LLP  
One International Place  
Boston, Massachusetts 02110

Robert Rothman  
Lerach Coughlin Stoia Geller  
Rudman & Robbins LLP  
58 South Service Road, Suite 200  
Melville, NY 11747

Ben Barnow  
Barnow and Associates, P.C.  
One North LaSalle Street  
Suite 4600  
Chicago, IL 60602

Re: M3 Power Razor System Marketing & Sales Practices Litigation  
(D. Mass.) Civ. No. 05-11177

Dear Counsel:

I am writing with regard to the above-captioned private class action suit. Counsel for the defendant provided various pleadings and other documents to the United States Attorney General pursuant to the Federal Class Action Fairness Act (FCAFA), 28 U.S.C. § 1715. To the extent any party may contend that such notice pursuant to the FCAFA or the settlement itself affect the rights of the United States, we note the following:

To our knowledge, the United States was not properly served, pursuant to Rule 4(i) of the Federal Rules of Civil Procedure, in connection with this case. Consequently, the Government's rights are not affected in any way by the settlement in question.

Moreover, the United States (including any agency or instrumentality of the United States) cannot be represented by private counsel in a class action lawsuit. More specifically, federal law provides that "the conduct of litigation in which the United States, an agency, or the officer thereof is a party, or is interested . . . is reserved to officers of the Department of Justice, under the direction of the Attorney General." 28 U.S.C. § 516. In addition, 28 U.S.C. § 519

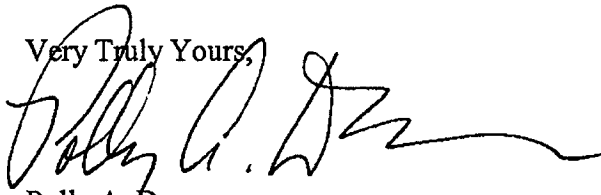
- 2 -

states that "[e]xcept as otherwise authorized by law, the Attorney General shall supervise all litigation to which the United States, an agency, or officer thereof is a party . . . ." Thus, even assuming *arguendo* that the United States had been properly served, a class represented by private counsel could not represent the United States or its agencies and instrumentalities as class members, because private counsel is not authorized to represent the interests of the United States and could not bind the United States.

The United States Attorney General therefore does not agree to the inclusion of the federal government as a class member in this Rule 23 litigation. The position taken in this letter should not be construed as, and does not represent, a waiver of any claims which the United States may have against any of the named defendants in this litigation.

If you have any questions, please contact me at (202) 307-1183.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Polly A. Dammann', with a long horizontal flourish extending to the right.

Polly A. Dammann  
Assistant Director  
Civil Division

cc: AUSA Sara Bloom  
United States Attorney's Office  
District of Massachusetts  
One Courthouse Way  
U.S. Courthouse, Suite 9200  
Boston, MA 02210

J. Christopher Kohn, Director  
Civil Division  
U.S. Department of Justice